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# ARTICLES OF INCORPORATION OF:

I & D TRANSPORT, CORP. 845 West 75 Street #208 Hialeah Florida 33014

# ARTICLE I - NAME

The name of this corporation is: I & D TRANSPORT, CORP.

# ARTICLE II - DURATION

This componention is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incomponention by the initial subscribers.

#### ARTICLE III - PURPOSE

This componation is organized for the purpose of transacting any and all lusiness permitted under the laws of the United States of America and the laws of the State of Florida.

## ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 600 (SIX HUNDRED) shares \$1.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determinated from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and honassesseable.

# <u> ARTICLE V - PREEMPTIVE RIGHTS</u>

Every shareholder, upon the sale for cash of any new stock of this componation of the same kind, class on series as that which be already holds,

shall have the right to purchase this pro ratushare thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this componation 845 West 75th Street #208, Hialeah, Florida 33014

and the name of the intial registered agent of this corporation at that address is ALEJANDRO L. IZAGUIRRE  $\phantom{a}$ 

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have <u>TWO (2)</u> Director (s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws but shall never be less than one (1).

# ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

Name
ALEJANDRO L. IZAGUIRRE, PRESIDENT
(OWNER 50% OF SHARES)

MIGUEL DIEPPA, VICE-PRESIDENT (OWNER 50% OF SHARES)

<u>Address</u>

845 West 75 St. #208, Hialeah, Florida 33014

6765 West 2nd Ct., Hialeah, Florida 33012

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his baving heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, on be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer, or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled or shall

unything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction letween this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily on otherwise interested in, or are director or officers of such other corporation; any director individually, or any firm of which any director may le a member, may be a party to, or may be pecuniarily or otherwise interested in any contract on transaction of the corproation, provided that the fact that he on such firm so interested shall be disclosed on shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so irterested.

#### ARTICLE X - REMOVAL OF DIRECTOR

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

Name

Address

ALEJANDRO L. IZAGUIRRE, PRESIDENT

845 West 75 St.#208, Hialeah, F1.33014

MIGUEL DIEPPA, VICE-PRESIDENT

6765 West 2nd Ct., Hialeah, Fl. 33014

#### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted in the Board of Directors, By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

in citered, amended, or repealed by the Board of Directors.

#### ARTICLE XIII - POWERS

This componation shall have all powers necessary on convenient to effect in the Florida General Componation Act.

ill componate powers shall be exercised by on under the authority of, and in luminess and affairs of this componation shall be amnaged under the direction of the Board of Directors.

## ARTICLE XIV - AMENDMENT

Trese Articles of Incorporation may be amended in the manner provided by in. ivery amendment shall be approved by the Board of Directors, proposed by trem in the stockholders and approved at a stockholders meeting a majority of the stock critical to vote thereon.

IN WITHESS WHEREOF, the undersigned subscribers have executed these Articles incorporation this  $\frac{22 nd}{day}$  of  $\frac{9 ctober}{day}$  of  $\frac{2003}{day}$ .

ALEJANDRO/L. IZAGUIRRE, PRESIDENT

MIGUEL DIEPPA, VICE-PRESIDENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First: Th	at I & D TRAI	NSPORT, CORP.	
desiring to org	anize under the .	laws of the Sto	ate of Florida
with its princi,	pal office, as i	rdicated in the	e Articles of
Incorporation a	t City of Miami,	County of Dada	r, State of
Florida, has na	med ALEJANDRO L.	. IZAGUIRRE	
located at 845	West 75 Street 4	[‡] 208	
city ofHia	leah	County of	Miami-Dade ,
State of Florida	a, as its agent s	to accept servi	ices of process
within this Star	te.		

# ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

REGISTERED AGENT ALEJANDRO L. IZAGUIRRE 03 OCT 23 PM 12: 3L